

RECORDATION NO 27215 FILED

OCT 26 '07 -10 15 AM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

October 26, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of September 28, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Wells Fargo Equipment Finance, Inc., d/b/a  
Midwest Railcar Capital Equipment Company  
733 Marquette Avenue, Suite 700  
Minneapolis, MN 55402

Lessee: TXI Operations, LP  
1341 W Mockingbird Lane  
Dallas, TX 75247

Mr. Vernon A. Williams  
October 26, 2007  
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A description of the railroad equipment covered by the enclosed document is:

85 covered hopper railcars: MCEX 350491 - MCEX 350575.


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem  
Enclosures

OCT 26 '07 -10 15 AM

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE is made and entered into as of September 28, 2007 by and between Wells Fargo Equipment Finance, Inc., d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY ("Lessor") and TXI OPERATIONS, LP ("Lessee"), with reference to the following:

1. The Lessor has agreed to lease to the Lessee, and the Lessee has agreed to lease from the Lessor, those certain railcars described on Exhibit No. 1 attached hereto.

All of such railcars are more fully described in that certain Schedule #1 dated September 28, 2007 to the Full Service Master Lease Agreement dated September 28, 2007 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between the Lessor, as lessor, and the Lessee, as lessee.

2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease to be executed as of the date first above written.

Lessor

Wells Fargo Equipment Finance, Inc.,  
d/b/a MIDWEST RAILCAR CAPITAL  
EQUIPMENT COMPANY

By: *[Signature]*

Printed  
Name: Jacqueline P. Barragan

Title: Assistant Vice President

Title: \_\_\_\_\_

Lessee

TXI OPERATIONS, LP  
By: TXI Operating Trust, its general partner

By: \_\_\_\_\_

Printed  
Name: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

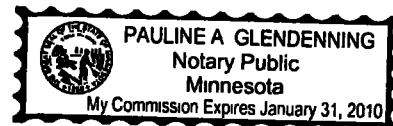
STATE OF Minnesota )  
CITY/COUNTY OF Hennepin ) ss.

I HEREBY CERTIFY, that on this 28<sup>th</sup> day of September, 2007, before me, the undersigned, a Notary Public of the State of Minnesota, personally appeared Jacqueline P. Barragan, who acknowledged herself to be the Assistant Vice President of Wells Fargo Equipment Finance, Inc., d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that s/he executed the same for the purposes therein contained as the duly authorized Assistant Vice President of said company by signing the name of the company by herself as the Assistant Vice President.

AS WITNESS my hand and notarial seal.

*Pauline A. Glendenning*  
Notary Public

My Commission Expires: Jan. 31, 2010



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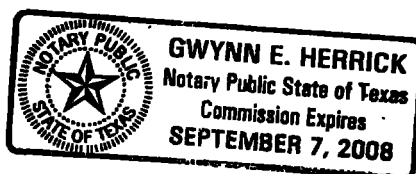
STATE OF )  
 )  
COUNTY OF ) ss.

I HEREBY CERTIFY, that on this 28TH day of SEPTEMBER, 2007, before me, the undersigned, a Notary Public of the State of TEXAS, personally appeared KENNETH R. ALLEN, who acknowledged her/himself to be the V-P AND TREASURER of the general partner of TXI OPERATIONS, LP, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that s/he executed the same for the purposes therein contained as the duly authorized V-P AND TREASURER of said general partner of said limited partnership by signing the name of the limited partnership by her/himself as the V-P AND TREASURER OF THE GENERAL PARTNER

AS WITNESS my hand and notarial seal.

Gwynn E Herrick  
Notary Public

My Commission Expires:



**EXHIBIT NO. 1  
TO MEMORANDUM OF LEASE**

**DESCRIPTION OF RAILCARS**

Eighty-Five (85) 3281 c.f. covered hopper railcars manufactured in 2007 by Trinity Industries bearing the following car marks and numbers:

MCEX350536  
MCEX350537  
MCEX350538  
MCEX350539  
MCEX350540  
MCEX350541  
MCEX350542  
MCEX350543  
MCEX350544  
MCEX350545  
MCEX350546  
MCEX350547  
MCEX350548  
MCEX350549  
MCEX350550  
MCEX350551  
MCEX350552  
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MCEX350560  
MCEX350561  
MCEX350562  
MCEX350563  
MCEX350564  
MCEX350565  
MCEX350566  
MCEX350567  
MCEX350568  
MCEX350569  
MCEX350570  
MCEX350571  
MCEX350572  
MCEX350573  
MCEX350574  
MCEX350575

Old MarksNew Marks

TILX33863	MCEX350491
TILX33864	MCEX350492
TILX33865	MCEX350493
TILX33866	MCEX350494
TILX33868	MCEX350495
TILX33869	MCEX350496
TILX33871	MCEX350497
TILX33872	MCEX350498
TILX33873	MCEX350499
TILX33874	MCEX350500
TILX33875	MCEX350501
TILX33876	MCEX350502
TILX33877	MCEX350503
TILX33878	MCEX350504
TILX33879	MCEX350505
TILX33880	MCEX350506
TILX33881	MCEX350507
TILX33882	MCEX350508
TILX33883	MCEX350509
TILX33884	MCEX350510
TILX33885	MCEX350511
TILX33886	MCEX350512
TILX33889	MCEX350513
TILX33892	MCEX350514
TILX33891	MCEX350515
TILX33870	MCEX350516
TILX33887	MCEX350517
TILX33888	MCEX350518
TILX33890	MCEX350519
TILX33894	MCEX350520
TILX33896	MCEX350521
TILX33897	MCEX350522
TILX33898	MCEX350523
TILX33899	MCEX350524
TILX33902	MCEX350525
TILX33903	MCEX350526
TILX33904	MCEX350527
TILX33905	MCEX350528
TILX33908	MCEX350529
TILX33893	MCEX350530
TILX33900	MCEX350531
TILX33901	MCEX350532
TILX33907	MCEX350533
TILX33913	MCEX350534
TILX33867	MCEX350535